



CORPORATION SERVICE COMPANY SURFACE TRANSPORTATION BOARD

RECORDATION NO. 20972-55 FILED

DEC 03 '03

2-25 PM

December 2, 2003

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 10, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND COMPANY**
4666 Faries Parkway, PO Box 1470, Decatur, IL 62525

A short summary of the document to appear in the index follows:


Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ARCHER DANIELS MIDLAND COMPANY** covering 40 hopper cars with reporting marks and numbers – CEFX 76137 – CEFX 76278, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #20972 dated 10/28/97 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of October, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND COMPANY, a Delaware corporation, with an address at 4666 Faries Parkway, P.O. Box 1470, Decatur, IL 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 28, 1997 as recordation number 20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY

By: Craig Huss 10/10/03
Name: CRAIG HUSS
Title: President
ADM Transportation Division

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SURFACE TRANSPORTATION BOARD

Schedule A

| Number of Cars | | Equipment Description |
|----------------|------|------------------------------------|
| 40 | | 5,660 C.F. P.D. covered hopper car |
| 1 | CEFX | 76137 |
| 2 | CEFX | 76141 |
| 3 | CEFX | 76143 |
| 4 | CEFX | 76203 |
| 5 | CEFX | 76205 |
| 6 | CEFX | 76206 |
| 7 | CEFX | 76210 |
| 8 | CEFX | 76214 |
| 9 | CEFX | 76216 |
| 10 | CEFX | 76218 |
| 11 | CEFX | 76220 |
| 12 | CEFX | 76222 |
| 13 | CEFX | 76223 |
| 14 | CEFX | 76224 |
| 15 | CEFX | 76227 |
| 16 | CEFX | 76229 |
| 17 | CEFX | 76231 |
| 18 | CEFX | 76233 |
| 19 | CEFX | 76235 |
| 20 | CEFX | 76236 |
| 21 | CEFX | 76237 |
| 22 | CEFX | 76238 |
| 23 | CEFX | 76241 |
| 24 | CEFX | 76245 |
| 25 | CEFX | 76247 |
| 26 | CEFX | 76248 |
| 27 | CEFX | 76249 |
| 28 | CEFX | 76250 |
| 29 | CEFX | 76251 |
| 30 | CEFX | 76254 |
| 31 | CEFX | 76255 |
| 32 | CEFX | 76256 |
| 33 | CEFX | 76257 |
| 34 | CEFX | 76259 |
| 35 | CEFX | 76262 |
| 36 | CEFX | 76267 |
| 37 | CEFX | 76268 |
| 38 | CEFX | 76269 |
| 39 | CEFX | 76275 |
| 40 | CEFX | 76278 |